HULETT HARPER STEWART LLP
BLAKE MUIR HARPER, SBN: 115756
KIRK B. HULETT; SBN: 110726
550 West C Street, Suite 1600
San Diego, CA 92101
Telephone: (619) 338-1133
Facsimile: (619) 338-1139

Proposed Liaison Counsel for Movants
Westchester Capital Management, Inc and
Green & Smith Investment Management L.L.C.
[Additional Counsel on Signature Page]

IN THE UNITED STATES DISTRICT COURT

SOUTHERN DISTRICT OF CALIFORNIA

HCL PARTNERS LIMITED PARTNERSHIP, On behalf of Itself and all others similarly situated, Plaintiff, -v- LEAP WIRELESS INTERNATIONAL, INC., S. DOUGLAS HUTCHESON, DEAN M. LUVISA, AMIN I. KHALIFA and PRICEWATERHOUSECOOPERS, LLP, Defendants.	Case No.: 07-cv-2245-BTM-NLS **CLASS ACTION** **DECLARATION OF ROY BEHREN IN SUPPORT OF MOTION BY CLASS MEMBERS WESTCHESTER CAPITAL MANAGEMENT, INC. AND GREEN & SMITH INVESTMENT MANAGEMENT L.L.C.** DATE: March 28, 2008 TIME: 11:00 a.m. JUDGE: Hon. Barry Ted Moskowitz CTRM: 15 (5th Floor)
FRANK CHAREK, Individually and on behalf of all others similarly situated, Plaintiff, -v- LEAP WIRELESS INTERNATIONAL, INC., S. DOUGLAS HUTCHESON, MARK H. RACHESKY, AMIN I. KHALIFA, GLENN UMETSU, and DEAN M. LUVISA, Defendants.	Case No.: 07-cv-2256-BTM-NLS

[Caption continued on next page]

DEVAY CAMPBELL, Individually and on behalf of all others similarly situated, Plaintiff, -v- LEAP WIRELESS INTERNATIONAL, INC., S. DOUGLAS HUTCHESON, MARK H. RACHESKY, AMIN I. KHALIFA, GLENN UMETSU, and DEAN M. LUVISA, Defendants.	Case No.: 07-cv-2297-BTM-NLS

1. I, Roy Behren, am Chief Compliance Officer for both Westchester Capital Management Inc. and Green & Smith Investment Management L.L.C. (the "Westchester Movants"). I make this declaration in further support of the motion to appoint the Westchester Movants as attorney-in-fact to take all actions on behalf of The Merger Fund, The Merger Fund VL, the GS Master Trust, MSS Merger Arbitrage 2 and Institutional Benchmarks Series (Master Feeder) Limited, as the Lead Plaintiff in the above captioned actions.

2. As stated in my previous Certification, Westchester Capital is the Adviser to, and has full and complete discretion over and controls all investments made by The Merger Fund and The Merger Fund VL. Green & Smith is the Adviser to, and has full and compete discretion over and controls all investments made by the GS Master Trust, MSS Merger Arbitrage 2 and Institutional Benchmarks Series (Master Feeder) Limited. Both Advisers have unrestricted decision-making authority with respect to the funds that they advise and manage.

3. I am the Chief Compliance Officer of Westchester Capital and Green & Smith and am authorized to undertake all acts on their behalves, including the right to commence legal action and the right to seek to serve as lead plaintiff in this and any other action arising under the Private Securities Litigation Reform Act.

4. It is my understanding that if an investment adviser has full discretion and control, as the Westchester Movants do on behalf of these funds, and is the attorney-in-fact authorized to undertake all acts, as the Westchester Movants are on behalf of these funds, then that investment Adviser has standing to commence legal action on its own behalf, including seeking to be appointed as the lead plaintiff in this action.

5. As a result of the investment made in Leap common stock by the Westchester Movants, the funds have the largest financial stake of any class member seeking appointment as

lead plaintiff in the above captioned actions and therefore the Westchester Movants as attorneys-in-fact for these funds believe they should be appointed as lead plaintiff in this action.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: March 19, 2008

Roy Behren